



**G I R L S
A C A D E M Y**

**BYLAWS
OF
TGA USA
(a.k.a. The Girls Academy)**

Adopted and Effective May 12, 2021

BYLAWS OF TGA USA (a.k.a. The Girls Academy)

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BYLAWS OF TGA USA (a.k.a. THE GIRLS ACADEMY)

Article I

Name and Powers

Section 1.1. Name. TGA USA (The Girls Academy or “GA”) is a non-profit corporation formed under the laws of the State of Minnesota.

Section 1.2. Powers. The Directors of this corporation shall constitute its governing Board and shall have all of the powers, duties, authorizations and responsibilities conferred upon them by the Articles of Incorporation, the Bylaws the corporation’s Governance Framework policy and the statutes of the State of Minnesota under which this corporation is organized. However, the Directors shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

Article II

Board of Directors

Section 2.1. Powers, Responsibilities and Accountabilities. The corporate and business affairs of the GA shall be managed under the direction of the Board of Directors, except as may be otherwise provided in these Bylaws or the Certificate of Formation. The Board of Directors is accountable to the State of Minnesota for adhering to Minnesota corporate law and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

Section 2.2. Composition. The Board of Directors shall consist of four Officers, four Conference Members-at-Large, and at least three, but not more than seven, Non-Conference Members-at-Large. All Officers and Members-at-Large shall be voting members. In addition, the GA Commissioner shall serve on the Board of Directors *ex officio* (without vote). The Commissioner shall not be included in the maximum number of directors. The number and voting privileges of directors may be amended from time to time solely by resolution of the Board of Directors acting by not less than a majority of the directors then in office, but in all events shall not be less than nine directors with voting privileges.

Section 2.3. Election and Term. At its Annual General Meeting, the Board of Directors shall elect directors to fill all expired terms and any vacancies.

- a. Officers. The directors elected to fill the roles of President, Vice-President, Secretary, and Treasurer shall be elected every other year for two (2) year terms. The President and Treasurer shall be elected in even numbered calendar years and the Vice-President and Secretary shall be elected in odd numbered calendar years. Nothing herein contained shall be construed to prevent the election of any director to succeed himself or herself.
- b. Members-at-Large. The Members-at-Large shall be elected by the Board of Directors for a term of two (2) years, or until their successors are elected. Members-at-Large shall serve for no more than three (3) consecutive terms. Terms of office for Members-

at-Large shall begin at the close of the Annual General Meeting of the Board of Directors at which elections are held. In order to maintain sufficient continuity, only two (2) Conference Member-at-Large positions and no more than half of the Non-Conference Member-at-Large positions shall be up for election in any given year. The election cycle for each Member-at-Large position shall be determined by the Governance and Nominations Committee, established in Article V of these Bylaws.

Section 2.4. The Girls Academy Conference Leadership Advisory Board. Each conference shall elect a Conference Representative as the conference liaison to the Board. The Conference Representatives will act as advisors to the Board only and shall not have any voting rights on matters coming before the Board of Directors. They shall have any such rights and responsibilities as may be assigned by the Board from time to time. Conference Representatives shall be elected for two (2) year terms by each respective conference at the Annual General Meeting of the Board of Directors that is held in even numbered calendar years.

A Conference Representative may resign at any time by giving written notice to the Board of Directors. Any conference may remove its Conference Representative at any time, with or without cause, by the affirmative vote of a majority of the conference members. Any vote regarding the removal or replacement of a Conference Representative shall be held in a manner and at a time agreed to by a majority of the conference members. No elected Conference Representative participating in the Conference Leadership Advisory Board may be from the same member club as any director.

Section 2.5. Qualifications. Each Conference shall hold one (1) position on the Board. The Officers and Conference Member-at-Large positions, collectively, shall represent all Conferences. Any Non-Conference Member-at-Large shall possess a subject matter expertise that is beneficial to the GA in accordance with the Governance Framework policy. Directors need not be residents of the State of Minnesota.

Section 2.6. Resignation. A director may resign at any time by giving written notice to this corporation. The resignation shall be effective without acceptance when the notice is given to this corporation, unless a later effective time is specified in the notice.

Section 2.7. Removal. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the number of directors present and voting at a special meeting called for that purpose. Any Board member, Officer, committee member, or task group member who is absent from two (2) meetings of the respective group without explanatory communication to the President of the Board or Chair of the committee or task group, respectively, may be removed at any regular meeting of the Board of Directors, committee or task group.

Section 2.8. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum. Vacancies on the Board of Directors resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase. A director elected to fill a vacancy shall hold office until a qualified successor is elected by the Board of Directors at the next annual, regular, or special meeting of the Board of Directors, or until his or her earlier death, resignation, removal, or disqualification.

Section 2.9. Annual General Meeting. The annual meeting of the Board of Directors shall be held for the purpose of electing directors and officers of this corporation and for transacting such other business as may come properly before the meeting. The annual meeting shall be held at such time and place, either within or without the State of Minnesota, as may be designated from time to time by the Board of Directors.

Section 2.10. Regular Meetings. Regular meetings of the Board shall be held at such time and place, either within or without the State of Minnesota, as may be determined by resolution of the Board of Directors except that the Board shall meet no less than four times each year. The ability of non-board members to address the Board shall be at the discretion of the President. Notice of time, location and agenda of each special meeting shall be sent in accordance with Section 9.2, to all members of the Board of Directors.

Section 2.11. Special Meetings. Special meetings may be called at the discretion of the President of the Board or by two (2) or more Officers of the Board. The purpose of such meetings shall be stated with the request, and no business shall be transacted except that for which the meeting has been called. The ability of non-board members to address the Board shall be at the discretion of the Chair. Notice of time, location and agenda of each special meeting shall be sent in accordance with Section 9.2, to all members of the Board of Directors.

Section 2.12. Quorum. A majority of the voting members of the Board present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present and any business which might have been transacted at the adjourned meeting may be transacted at that meeting.

Section 2.13. Participation in Meetings by Means of Remote Communication. A director may participate in a board meeting by means of conference telephone or, by such other means of remote communication, through which that director, other directors so participating, and all directors physically present at the meeting may hear and participate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 2.14. Meetings Solely by Means of Remote Communication. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may hear and participate with each other in the meeting, if the same notice is given of the meeting required by these bylaws, and if the number of directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 2.15. Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 2.16. Voting. Only directors present in person at the meeting may vote. See the sections above entitled “Participation in Meetings by Means of Remote Communication” and “Meetings Solely by Means of Remote Communication” to determine when participation by remote communication constitutes presence in person at a meeting. There shall be no cumulative voting nor any voting by mail. Each director shall be entitled to only one (1) vote on any matter brought before any meeting of the Board of Directors. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law, the Articles of Incorporation or these Bylaws. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

Section 2.17. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action shall be effective when signed by the required number of directors, unless a different effective time is provided in the written action, and all directors shall be notified immediately of its text and effective date. Failure to provide such notice shall not invalidate the written action.

Article III

Officers

Section 3.1. Number and Title. The officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time designate.

Section 3.2. Election, Term, Vacancies and Term Limits.

- a. The President of the Board, Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors. The President of the Board shall be elected by the Board of Directors for a term of two (2) years, or until a successor is elected, and shall serve as President for no more than three (3) consecutive terms. The Vice-President, Secretary, and Treasurer shall be elected for a term of two (2) years, or until their successors are elected, and shall also serve in their positions for no more than three (3) consecutive terms.
- b. Terms of office shall begin at the close of the Annual General Meeting at which elections are held. A vacancy among the Officers other than the President of the Board shall be filled by the Board of Directors to fulfill the unexpired term.
- c. In the case of a vacancy in the office of the President of the Board, the Vice-President will succeed to fulfill the term.
- d. In the event that the Vice-President fills an unexpired term of the President of the Board, such person may be elected for a full term of two (2) years at the conclusion of the unexpired term.

- e. The maximum length of service on the Board (for years as a Member-at-Large and as an Officer) is six (6) years.

Section 3.3. Duties of Officers. The duties of the Officers shall be as follows:

- a. The President of the Board shall preside at all meetings of the Board of Directors. The President of the Board shall assure support by the Board of Directors for the corporation's strategic direction and appropriate oversight of performance, and report to the Board of Directors regarding the conduct and management of the affairs of the corporation. The President shall ensure that a committee or system is established and maintained for facilitating strategic, policy, and operational input from member clubs of the GA. The President shall appoint the Chair of the Governance and Nominations Committee.

The President shall serve as an *ex officio* (with vote) member of all committees except the Governance and Nominations Committee and Audit Committee, if such committee is established by the Board of Directors. The President shall also fulfill any and all other duties outlined within the GA Governance Framework Policy.

- b. The Vice-President shall assist the President of the Board as assigned: assume the Chair at meetings of the Board of Directors when the President is temporarily vacated by the President of the Board; organize and facilitate strategic Board discussions; and in the event of vacancy in the office of President of the Board, succeed to the office for the remainder of the unexpired term. The Vice-President shall also fulfill any and all other duties outlined within the GA Governance Framework Policy.
- c. The Secretary shall be responsible for seeing that adequate and timely notice is provided of all meetings of the Board of Directors. The Secretary shall see that minutes of such meetings are kept and cause the minutes of these meetings to be posted publicly on the GA website not more than thirty days after their adoption. The Secretary shall be responsible for the custody of all GA books, records and files and shall exercise the powers and perform such other duties incident to the office of Secretary and shall exercise such other powers and perform such other duties as may be assigned by the President of the Board or Board of Directors. The Secretary shall also fulfill any and all other duties outlined within the GA Governance Framework Policy.
- d. The Treasurer shall provide effective stewardship and oversight of the corporation's finances. The Treasurer shall exercise the powers and perform such other duties incident to the office of Treasurer and shall exercise such other powers and perform such other duties as may be assigned by the President of the Board or Board of Directors. The Treasurer shall be an *ex officio* (with vote) member of the Finance Committee, if such committee is established by the Board of Directors. The Treasurer shall also fulfill any and all other duties outlined within the GA Governance Framework Policy.

Section 3.4. The Girls Academy Commissioner. The Commissioner shall be appointed by the Board of Directors and shall hold office at its pleasure and shall serve as an *ex officio* (without vote) member of the Board of Directors, the Governance and Nominations Committee, and all committees and task groups established by the Board of Directors.

The Commissioner shall be responsible for providing advice and assistance to the Board of Directors, the President of the Board and other Officers and the committees and shall be responsible for administering the total operations of the league. The Commissioner shall have such other powers and perform such other duties as may be assigned by the Board of Directors through the President of the Board. The Commissioner shall have the authority to employ and release all employed staff in accordance with the policies adopted by the Board of Directors.

The Commissioner may be removed, with or without cause, by the Board of Directors whenever in the judgment of the Board members the best interest of the GA would be served thereby.

Article IV

Committees

Section 4.1. General. The Board of Directors may establish standing committees, excluding the Governance and Nominations Committee which is established in Article V of these Bylaws. The Board of Directors may establish special committees and task groups as it deems necessary. The President of the Board shall appoint the Chair and members of committees and task groups with the approval of the Board of Directors. Committees shall be subject at all times to the direction and control of the Board of Directors.

Section 4.2. Guidelines. Committees and the rights and responsibilities of such committees and committee members shall be defined in the Governance Framework Policy, with the exception of the Governance and Nominations Committee established in Article V of these Bylaws.

Section 4.3. Procedure. The provisions of Article I of these Bylaws shall apply to committees and members of committees to the same extent they are reasonably appropriate and do not conflict with the other provisions of this section or any other rules or guidelines established by the Board of Directors from time to time.

Section 4.4. Minutes. Minutes, if any, of committee meetings shall be made available upon request by any director.

Article V

Governance and Nominations Committee

Section 5.1. Composition. The Governance and Nominations Committee shall be composed of nine to twelve voting members, three of whom (including the Chair) shall be members of the Board, and the balance shall be non-Board members. The Commissioner shall serve as an *ex officio* (without vote) member and all conferences shall be represented on the Governance and Nominations Committee.

Section 5.2. Election, Terms and Vacancies of Committee Members (other than the Chair).

- a. The members of the Governance and Nominations Committee (other than the Chair) shall be elected by the Board of Directors for a term of two (2) years, appointed in even years at the Annual General Meeting, or until their successors are elected. Members shall serve for no more than two (2) consecutive terms and thereafter shall not be eligible for Governance and Nominations Committee membership until after a lapse of two years except as provided below.
- b. The terms of elected Governance and Nominations Committee members shall be staggered insofar as possible.
- c. The Board of Directors shall have the power to fill vacancies in the Governance and Nominations Committee until the next Annual General Meeting of the Board of Directors.
- d. In the event that a Governance and Nominations Committee member serves a year or less filling an unexpired term, such committee member may be elected for two (2) additional consecutive terms.

Section 5.3. Appointment and Term of Chair. The Chair of the Governance and Nominations Committee shall be a member of the Board of Directors and shall be appointed by the President of the Board for a term of two years. The Chair of the Governance and Nominations Committee may serve no more than two (2) consecutive terms. A vacancy in the office of the Chair shall be appointed by the President of the Board for the remainder of the unexpired term. In the event a Governance and Nominations Chair serves a year or less filling an unexpired term, such person may be elected for two (2) additional consecutive terms. The President of the Board may not serve as Chair of the Governance and Nominations Committee.

Section 5.4. Quorum. A majority of the members of the Governance and Nominations Committee present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings shall constitute a quorum for the transaction of business.

Section 5.5. Responsibilities. The Governance and Nominations Committee shall be responsible for:

- a. Soliciting and recruiting candidates for elected positions on the Board of Directors;
- b. Determining the number of members-at-large on the Board of Directors from time to time;
- c. Providing to the Board of Directors at the Annual Meeting of the Board of Directors a single slate of candidates for all open positions for election, including Officers, members-at-large, and Governance and Nominations Committee members;
- d. Soliciting and recruiting candidates for vacancies on the Board of Directors and Governance and Nominations Committee between Annual General Meetings;

- e. Developing in conjunction with the Board of Directors:
 - (i) Board orientation and education materials;
 - (ii) Board development materials;
 - (iii) Methods for identifying needed skills and talents for the Board of Directors and committees;
 - (iv) Methods for succession planning;
 - (v) Board annual self-assessment materials;
- f. Conducting Board orientation and training sessions as needed and/or as directed by the Board of Directors.

Article VI

Fiscal Responsibility of the Board

Section 6.1. Fiscal Year. The fiscal year of this corporation shall begin on the first day of August and end on the last day of July in each year.

Section 6.2. Contributions. Any contributions, bequests, and gifts made to the GA shall be accepted or collected as authorized by resolution of the Board of Directors. Guidelines for accepting contributions shall be established by the Board.

Section 6.3. Depositories. All funds of the GA shall be deposited to the credit of the GA, under such conditions and in such banks or other financial institutions as shall be designated by the Board of Directors.

Section 6.4. Approved Signatures. The Board shall designate by resolution those persons authorized to execute contracts, and draft checks and orders for payment, receipt, or deposit of money on behalf of this corporation. The Board shall also designate by resolution those persons authorized to buy, sell, and pledge securities on behalf of the GA.

Section 6.5. Authority to Borrow, Encumber Assets. No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 6.6. Bonding. The Board shall have the authority to provide by resolution for the bonding, on such terms as the Board shall deem appropriate, of all persons having access to or a major responsibility for, the handling of monies and securities of the GA.

Section 6.7. Budget. The GA annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

Section 6.8. Audits. A certified public accountant or other independent public accountant shall be retained by the Board of Directors to make an annual examination of the financial accounts of the GA. A report of all examinations shall be submitted to the Board of Directors.

Section 6.9. Financial Reports. A summary report of the financial operations of the GA shall be made at least annually to the Board of Directors, and shall be made available to the public, in such form as the Board of Directors shall provide.

Section 6.10 Dissolution. In the event of the dissolution of this corporation, assets of the GA remaining after the discharge of all liabilities and obligations shall be distributed as provided for in the Certificate of Formation.

Article VII

Indemnification

Section 7.1. Indemnification.

- a. **Members of the Board of Directors and Officers.** The GA shall indemnify and hold harmless any present or former member of the Board of Directors or Officer (Indemnified Person) of the GA against any losses imposed upon or reasonably incurred by such Indemnified Person in connection with any claim or lawsuit imposed by reason of said Indemnified Person having been a member of the Board of Directors or Officer, to the full extent permitted by Chapter 317A of the Minnesota Statutes on Nonprofit Corporations, or the corresponding provision of any successor statute.
- b. **Employees and Agents.** The GA may indemnify, hold harmless and advance expenses to any present or former employee or agent of the GA, or any other person serving at the request of the GA, to the same extent that it is required to indemnify, hold harmless and advance expenses to its members of the Board of Directors or Officers under this Article.
- c. **Insurance.** The GA shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the full extent permitted by Chapter 317A of the Minnesota Statutes on Nonprofit Corporations, or the corresponding provision of any successor statute.
- d. **Cumulative Effect.** The provisions of this Article shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which the GA's members of the Board of Directors, Officers, agents or employees may be entitled under the GA's Certificate of Formation or these Bylaws, or under any statute, agreement, vote of the Board of Directors, principle of law or otherwise.

Article VIII

Miscellaneous

Section 8.1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority governing the meetings of the Board of Directors, and all committees and task groups, subject to the laws of the State of Minnesota, the Certificate of Formation, these Bylaws, and any special rules of order adopted by the GA.

Section 8.2. Notice. Notice may be communicated (i) by electronic communication, provided each particular director so notified has specified in writing the address to which the communication may be sent and that notice in the form of electronic communication is acceptable for that director, (ii) in person, or (iii) by United States mail. Any director may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Any director who waives notice of a meeting and attends such meeting shall be counted for purposes of determining whether a quorum is present. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the director does not participate in the consideration of the item at that meeting.

Section 8.3. Partial Terms. A person who has served more than half of a specific term in any office provided for in these Bylaws shall be considered to have served the full term thereof for the purpose of determining eligibility to serve additional terms in that office or any other office, except as otherwise specified herein.

Section 8.4. Legal Counsel. Independent legal counsel may be retained by the Board of Directors to:

- a. Ensure compliance with federal and state requirements;
- b. Review and advise on any legal instruments the GA executes, including but not limited to leases, contracts, property purchases or sales; and
- c. Review and advise on any official statements developed for media (print, television or radio).

Section 8.5. Amendments. These Bylaws may be amended by a two-thirds vote at any regular meeting of the Board of Directors. The proposed amendment shall be submitted to the Secretary of the GA at least thirty days prior to such meeting for the express purpose of including it in the call and notice of the meeting.

Section 8.6. Conflict of Interest. All members of the Board of Directors, Officers, *ex officio* members, members of any committee or task group and employees of the GA shall, as a condition of qualifying and continuing to qualify for such a position within the GA, abide by any conflict of interest policy as the Board of Directors may adopt from time to time, and shall execute any statement as the Board of Directors may require evidencing such individual's receipt and review

of the conflict of interest policy and agreement to abide by the same.

Section 8.7. Applicable Law. This corporation has been formed under and pursuant to the provisions of the Minnesota Nonprofit Corporation Act. All references in these Bylaws to applicable law or statutes shall mean and include such Minnesota Nonprofit Corporation Act as currently enacted or hereafter amended.

These Bylaws supersede all previous Bylaws of TGA USA (a.k.a. The Girls Academy).